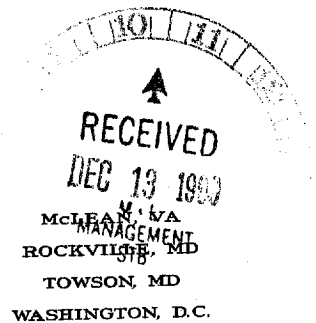


CAMBRIDGE, MD
COLUMBIA, MD
EASTON, MD
FREDERICK, MD

LAW OFFICES
MILES & STOCKBRIDGE P.C.
10 LIGHT STREET
BALTIMORE, MARYLAND 21202-1487
TELEPHONE 410-727-6464
FAX 410-385-3700

Dawn Sargent Arnold
Telephone: 410-385-3406
E-Mail: darnold@milesstockbridge.com



December 10, 1999

VIA FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001
Attention: Mr. Vernon A. Williams, Secretary

NO. 22630
DEC 17 1999 3:12 PM

Re: **Our File No.: 258-2006**

Dear Mr. Williams:

Enclosed for recordation as primary documents pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of the following documents:

1. Memorandum of Lease Agreement, dated December 6, 1999.

The name and addresses of the parties to the document are:

Lessor:	Allfirst Bank 25 South Charles Street Baltimore, Maryland 21201
Co-Lessee:	Buffalo & Pittsburgh Railroad, Inc. 71 Lewis Street Greenwich, CT 06830
Co-Lessee:	GWI Leasing Corporation 71 Lewis Street Greenwich, CT 06830

A description of the railroad equipment covered by the Memorandum is:

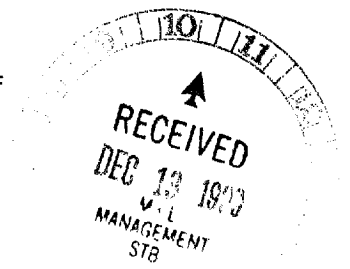
- ♦ Two hundred eighty-three (283) open top hopper cars bearing PSR reporting marks and road numbers set forth on Exhibit No. I attached to the Memorandum of Lease Agreement.

Also enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. Section 11301 (a), are one original and one notarized copy of the following document:

4. Assignment of Memorandum of Lease Agreement, dated as of December 6, 1999.

Assignor: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21201

Assignee: Deutsche Financial Services Corporation
2333 Waukegan Road
P.O. Box 329
Deerfield, IL 60015-0329



A description of the railroad equipment covered by the Assignment is:

- ♦ Two hundred eighty-three (283) open top hopper cars bearing PSR reporting marks and road numbers set forth on Exhibit No. I attached to the Memorandum of Lease Agreement.

Please Note: Before recording the Assignment of Memorandum of Lease Agreement, please insert into the second paragraph of the Assignment the recordation information for the Memorandum of Lease Agreement.

Also enclosed are 4 checks in the amount of \$26.00 each, payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return stamped copy of the enclosed document to the undersigned.

Thank you for your kind attention to this matter. Should you have any questions, please do not hesitate to call me at 410-385-3406.

Very truly yours,

A handwritten signature in cursive script that reads "Dawn S. Arnold".
Dawn S. Arnold
Legal Assistant

Enclosures

2. Bill of Sale, dated December 6, 1999.

The name and addresses of the parties to the document are:

Buyer: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21201

Seller: GWI Leasing Corporation
71 Lewis Street
Greenwich, CT 06830

A description of the railroad equipment covered by the Bill of Sale is:

- ♦ Two hundred eighty-three (283) open top hopper cars bearing PSR reporting marks and road numbers set forth on Schedule attached to the Bill of Sale.

3. Bill of Sale, dated December 6, 1999.

The name and addresses of the parties to the document are:

Buyer: Deutsche Financial Services Corporation
2333 Waukegan Road
P.O. Box 329
Deerfield, IL 60015-0329

Seller: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21201

A description of the railroad equipment covered by the Bill of Sale is:

- ♦ Two hundred eighty-three (283) open top hopper cars bearing PSR reporting marks and road numbers set forth on Schedule attached to the Bill of Sale.

RECORDED 22638 FILED

DEC 17 3 52 PM

STATE OF MARYLAND
SS:
CITY OF BALTIMORE

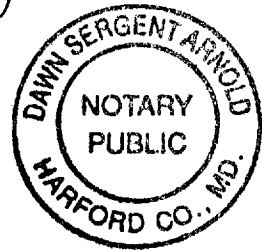
SURFACE TRANSPORTATION BOARD

THIS IS TO CERTIFY that the attached Assignment of Memorandum of Lease Agreement is a true and complete copy of said Assignment of Memorandum of Lease Agreement.

WITNESS my hand and seal this 10th day of December, 1999.

Dawn Sargent Arnold
Notary Public

My Commission Expires: My Commission Expires 05/26/2002



ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT

THIS ASSIGNMENT OF MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 6, 1999, by and between ALLFIRST BANK ("Assignor") and DEUTSCHE FINANCIAL SERVICES CORPORATION ("Assignee").

Assignor, Buffalo & Pittsburgh Railroad, Inc. and GWI Leasing Corporation (collectively "Lessee") have heretofore entered into that certain Memorandum of Lease Agreement dated as of December 6, 1999 (the "Memorandum of Lease Agreement") pertaining to the railcars described therein leased pursuant to the Lease (as such term is defined therein). The Memorandum of Lease Agreement has been filed and recorded as Recordation No. _____, recorded at ____ a.m. on December ___, 1999, with the Surface Transportation Board pursuant to 49 U. S. C. §11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the railcars (the "Assigned Railcars") described on Schedule No. 1 dated as of December 6, 1999, incorporating the terms of that certain Railcar Lease Agreement dated as of December 6, 1999 (collectively, the "Assigned Schedule"), and the Assigned Schedule; and the parties desire to effect the assignment of certain of the rights of Assignor under the Memorandum of Lease Agreement.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Memorandum of Lease Agreement solely to the extent related to the Assigned Railcars and the Assigned Schedule; and Assignee accepts such assignment.

This Assignment of Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Assignment of Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

ALLFIRST BANK

By: P. J. Little
Name: Paul L. Little
Title: Vice President

DEUTSCHE FINANCIAL SERVICES
CORPORATION

By: _____
Name: _____
Title: _____

STATE OF MARYLAND

CITY OF BALTIMORE

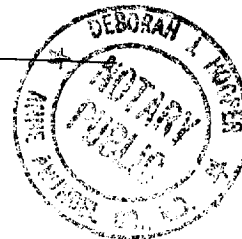
)
)
)

ss.

On this 6th day of December, 1999, before me appeared Paul L. Gettings, the person who signed this instrument, who acknowledged that he is a Vice President. of ALLFIRST BANK and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Deborah L. Harper
Notary Public



My commission expires: 7/27/02

STATE OF

)

) ss.

COUNTY OF _____

)

On this — day of December, 1999, before me appeared _____ the person who signed this instrument, who acknowledged that he is _____ of DEUTSCHE FINANCIAL SERVICES CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

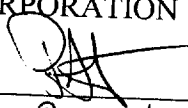
My commission expires:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Assignment of Memorandum of Lease Agreement to be executed as of the date first above written.

ALLFIRST BANK

By: _____
Name: _____
Title: Vice President

DEUTSCHE FINANCIAL SERVICES
CORPORATION

By:  _____
Name: PATRICK J. MAZZANTI
Title: VP

STATE OF MARYLAND

CITY OF BALTIMORE

)
) ss.
)

On this — day of December, 1999, before me appeared _____, the person who signed this instrument, who acknowledged that he is a Vice President. of ALLFIRST BANK and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires:

STATE OF IL)
COUNTY OF LAKE) ss.

On this 7 day of December, 1999, before me appeared Patrick Mazzanti the person who signed this instrument, who acknowledged that he is AVP of DEUTSCHE FINANCIAL SERVICES CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Tammie Petersen
Notary Public

My commission expires:

7-26, 00